

**INDEXING INSTRUCTIONS TO THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI:** Southwest Quarter of Section 22, Township 1 South, Range 8 West, Desoto County, Mississippi.

**SPECIAL WARRANTY DEED**

**KGEM SOUTHAVEN LLC**  
Four Oaks Place  
1300 Post Oak Blvd., Suite 1500  
Houston, Texas 77056  
(713) 979-1900

**TO**

**BTEC SOUTHAVEN LLC**  
16730 Jacintoport Blvd.  
Houston, Texas 77015  
(281) 864-9122

In consideration of \$10.00, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **KGEM SOUTHAVEN LLC, a Delaware limited liability company, successor by name change to Duke Energy Southaven, LLC, a Delaware limited liability company, "Grantor,"** does hereby convey and warrant specially unto **BTEC SOUTHAVEN LLC, a Delaware limited liability company, "Grantee,"** the following described real property lying and being situated in DeSoto County, Mississippi, to-wit:

A tract of land situated in the Southwest Quarter of Section 22, Township 1 South, Range 8 West, Desoto County, Mississippi and being more particularly described as follows:

Commencing at a found nail at the Northwest Corner of said Southwest Quarter of Section 22, Township 1 South, Range 8 West, said point of commencement being in the intersection of the physical centerline of Stanton Road South, also known as Patti Road (public, paved road - 35 feet to centerline per Plat Book 13 - page 21) and the physical centerline of Tulane Road (public, paved road - 80 feet wide); thence North 89 degrees 18 minutes 35 seconds East along said centerline of Stanton Road South - 73.84 feet; thence South 00 degrees 41 minutes 25 seconds East (perpendicular to said centerline) - 35.00 feet to a set iron pin at the true point of beginning, said point of beginning lying in the present Southerly right of way line of said Stanton Road South; thence North 89 degrees 18 minutes 35 seconds East along said present Southerly right of way line and along the right of way of Stanton Road South (35 feet to centerline), as shown on said final plan, Tulane-Stanton Industrial Subdivision (recorded in Plat Book 73 - page 47) - 1916.31 feet to a set iron pin in the Westerly line of the Mrs. Clara Roberson Property (Book 116 - page 005); thence South 00 degrees 10 minutes 50 seconds West along said Westerly line of Roberson Property - 2551.31 feet to a found 2 inch pipe in the Northerly line of the City of Horn Lake, Mississippi Property

M Davis

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(Book 241 - page 448), said Northerly line being the South line of Section 22; thence South 89 degrees 16 minutes 30 seconds West along the South line of said Section 22 and along the Northerly line of said City of Horn Lake Property - 1954.44 feet to a set iron pin in the Easterly right-of-way line of Tulane Road, said right of way as shown on said final plan, Tulane-Stanton Industrial Subdivision (recorded in Plat Book 73 - page 47); thence North 00 degrees 15 minutes 50 seconds East along said Easterly right of way line - 2518.12 feet to a set iron pin at a point of curve to the right having a radius of 35.00 feet; thence Northeastwardly along said curve an arc distance of 54.39 feet (central angle of 89 degrees 02 minutes 45 seconds - chord of North 44 degrees 47 minutes 12 seconds East - 49.08 feet) to the point of beginning.

Containing 4,981,973 square feet or 114.370 acres, more or less.

Bearings are relative to Mississippi State Plane Grid North (NAD27 - West Zone).

THIS CONVEYANCE AND WARRANTY IS MADE SUBJECT TO, AND THERE IS EXCEPTED FROM THE SPECIAL WARRANTY OF THIS CONVEYANCE, THE FOLLOWING:

1. Right-of-Way from Freeport Industrial Development Venture to Mississippi Power and Light Company, dated July 15, 1975, and recorded in Deed Book 110 at Page 616.
2. Right-of-Way from Freeport Industrial Development Venture to Mississippi Power and Light Company, dated July 15, 1975, and recorded in Deed Book 110 at Page 617, as shown on survey of Pickering Firm dated July 16, 2004.
3. Right-of-Way from S & T of Mississippi, Inc., a Mississippi corporation, to Mississippi Power and Light Company, dated November 6, 1975, and recorded in Deed Book 120 at Page 55, as shown on survey of Pickering Firm dated July 16, 2004.
4. Sewer Easement conveyed by S & T of Mississippi, Inc., a Mississippi corporation, and Philipsborn DeSoto, Inc., a Mississippi corporation, to Horn Lake Creek Basin Interceptor Sewer District of DeSoto County, Mississippi, dated May 18, 1976, and recorded in Deed Book 120 at Page 386, as shown on survey of Pickering Firm dated July 16, 2004.

5. Easement conveyed by S & T of Mississippi, Inc., a Mississippi corporation, to Illinois Central Gulf Railroad Company, dated August 20, 1974, and recorded in Deed Book 110 at Page 515, as shown on survey of Pickering Firm dated July 16, 2004.

6. 10' Wide Public Utility Easement, as shown on Final Plat, Tulane-Stanton Industrial Subdivision recorded in Plat Book 73 at Page 47.

7. Development Agreement between the City of Southaven and Duke Energy Southaven, LLC, dated July 18, 2000, as shown by Final Plat, Tulane-Stanton Industrial Subdivision recorded in Book 73 at Page 47.

8. Right-of-Way to Texas Gas Transmission Corporation, dated March 13, 2001, and recorded in Deed Book 388 at Page 717, as shown on survey of Pickering Firm dated July 16, 2004.

9. Valve Site, Pipeline and Meter Site Easement from Duke Energy Southaven, LLC to Texas Gas Transmission Corporation, dated February 5, 2002, and recorded in Deed Book 411 at Page 767, as shown on survey of Pickering Firm dated July 16, 2004.

10. As noted above, this is a Special Warranty Deed.

11. Mineral reservations and conveyances, if any, by prior owners.

12. Payment of ad valorem taxes shall be governed by the Purchase and Sale Agreement by and between KGen Southaven LLC and KGen New Albany LLC, as Sellers, and BTEC Southaven LLC and BTEC New Albany LLC, as Buyers.

13. To the extent applicable to the above described real property, those matters as shown on the survey of Pickering firm, dated July 16, 2004 as follows: (i) Overhead electric lines, (ii) Fire hydrants, (iii) Sanitary sewer lines, (iv) Power poles, (v) Storm sewer manholes, and (vi) Encroachment of fence onto adjoining property at the Northwest corner and along the southwestern boundary.

WITNESS the signature of the Grantor, this 12<sup>th</sup> day of September, 2006.

KGEM SOUTHAVEN LLC



By: [Signature]

Name:

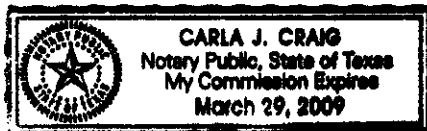
Title:

**Gerald K. Lindner**  
**Chief Executive Officer**

STATE OF Texas

COUNTY OF Harris

Personally appeared before me, the undersigned authority in and for said county and state, on this the 12<sup>th</sup> day of September, 2006, within my jurisdiction, the within named Gerald K. Lindner, who acknowledged that ~~he~~she is the CEO of KGEN SOUTHAVEN LLC, a Delaware limited liability company, successor by name change to Duke Energy Southaven, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company and as its act and deed ~~he~~she signed, executed and delivered the above and foregoing instrument, after first having been duly authorized by said limited liability company so to do.



[Signature]  
NOTARY PUBLIC

My Commission Expires:

(SEAL)

PREPARED BY: Mitchell, McNutt & Sams, P.A.  
Attn: Michael D. Ferris  
P. O. Box 7120  
Tupelo, MS 38802-7120  
(662) 842-3871

SIGNATURE PAGE  
SOUTHAVEN SPECIAL WARRANTY DEED